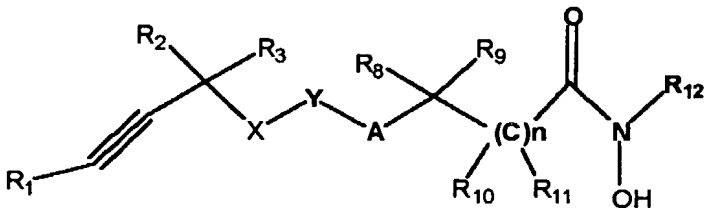
APPENDIX
AMENDMENTS TO THE CLAIMS

Please amend the claims as follows:

AMENDMENT TO THE CLAIMS

Claim 1 (Currently amended). A compound of formula

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wherein:

$R_1$ is hydrogen, aryl, heteroaryl, alkyl of 1-8 carbon atoms, alkenyl of 2-6 carbon atoms, alkynyl of 2-6 carbon atoms, cycloalkyl of 3-6 carbon atoms, or -C4-C8-cycloheteroalkyl;

$R_2$ and $R_3$ are each, independently, hydrogen, alkyl of 1-6 carbon atoms, -CN, or -CCH;

$R_7$ is hydrogen, aryl, aralkyl, heteroaryl, heteroaralkyl, alkyl of 1-6 carbon atoms, alkenyl of 2-6 carbon atoms, alkynyl of 1-6 carbon atoms, cycloalkyl of 3-6 carbon atoms, -C(O)-$R_1$, -$SO_2$-$R_1$, -C(O)-NH$R_1$, -C(O)N$R_5R_6$, -C(O)$R_1$N$R_5R_6$, -C(O)-O$R_1$, or -C(NH)-$NH_2$;

~~$R_5$ and $R_6$ are each, independently, hydrogen, alkyl of 1-6 carbon atoms, cycloalkyl of 3-6 carbon atoms, aryl, aralkyl, heteroaryl, heteroaralkyl or -C4-C8-cycloheteroalkyl;~~

$R_8$, $R_9$, $R_{10}$, and $R_{11}$ are each, independently, hydrogen, aryl or heteroaryl, cycloalkyl of 3-6 carbon atoms, -C4-C8-cycloheteroalkyl, alkyl of 1-18 carbon atoms, alkenyl of 2-18 carbon atoms, alkynyl of 2-18 carbon atoms; with the proviso that one of the pairs ~~R8 and R9, R9 and R10 or R10 and R11~~ $R_8$ and $R_9$, $R_9$ and $R_{10}$ or $R_{10}$ and $R_{11}$, together with the carbon atom or atoms to which they are attached, form a cycloalkyl ring of 3-6 carbon atoms, or a -C4-C8-cycloheteroalkyl ring;

$R_{12}$ is hydrogen, aryl or heteroaryl, cycloalkyl of 3-6 carbon atoms, -C4-C8-cycloheteroalkyl, or alkyl of 1-6 carbon atoms;

A is O, S, SO, $SO_2$, $NR_7$, or $CH_2$;

X is O, S, SO, $SO_2$, $NR_7$, or $CH_2$;

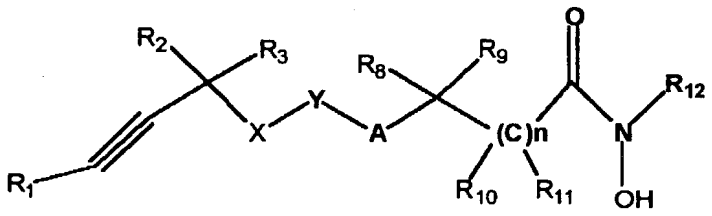
Y is aryl or heteroaryl, with the proviso that A and X are not bonded to adjacent atoms of Y; and with the further proviso that if Y is phenyl, then $R_8$ and $R_9$ together with the carbon atom to which they are attached may not form a piperdinyl or tetrahydropyranyl ring; and

n is 0-2; or a pharmaceutically acceptable salt thereof.

Claim 2 (Previously amended). A compound of Claim 1 wherein Y is phenyl, pyridyl, thienyl, furanyl, imidazolyl, triazolyl or thiadiazolyl.

Claim 3 (Cancelled).

Claim ~~4~~ 3 (Currently amended). A method of treating a pathological condition or disorder which requires inhibition of TNF-α converting enzyme (TACE) in a mammal in need thereof which comprises administering to said mammal a therapeutically effective amount of a compound having the formula

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wherein:

$R_1$ is hydrogen, aryl, heteroaryl, alkyl of 1-8 carbon atoms, alkenyl of 2-6 carbon atoms, alkynyl of 2-6 carbon atoms, cycloalkyl of 3-6 carbon atoms, or -C4-C8-cycloheteroalkyl;

$R_2$ and $R_3$ are each, independently, hydrogen, alkyl of 1-6 carbon atoms, -CN, or -CCH;

$R_7$ is hydrogen, aryl, aralkyl, heteroaryl, heteroaralkyl, alkyl of 1-6 carbon atoms, alkenyl of 2-6 carbon atoms, alkynyl of 1-6 carbon atoms, cycloalkyl of 3-6 carbon atoms, $-C(O)-R_1$, $-SO_2-R_1$, $-C(O)-NHR_1$, $-C(O)NR_5R_6$, $-C(O)R_1NR_5R_6$, $-C(O)-OR_1$, or $-C(NH)-NH_2$;

$R_5$ and $R_6$ are each, independently, hydrogen, alkyl of 1-6 carbon atoms, cycloalkyl of 3-6 carbon atoms, aryl, aralkyl, heteroaryl, heteroaralkyl or -C4-C8-cycloheteroalkyl;

$R_8$, $R_9$, $R_{10}$, and $R_{11}$ are each, independently, hydrogen, aryl or heteroaryl, cycloalkyl of 3-6 carbon atoms, -C4-C8-cycloheteroalkyl, alkyl of 1-18 carbon atoms, alkenyl of 2-18 carbon atoms, alkynyl of 2-18 carbon atoms; with the proviso that one of the pairs ~~R8 and R9, R9 and R10 or R10 and R11~~ $R_8$ and $R_9$, $R_9$ and $R_{10}$ or $R_{10}$ and $R_{11}$, together with the carbon atom or atoms to which they are attached, form a cycloalkyl ring of 3-6 carbon atoms, or a -C4-C8-cycloheteroalkyl ring;

$R_{12}$ is hydrogen, aryl or heteroaryl, cycloalkyl of 3-6 carbon atoms, -C4-C8-cycloheteroalkyl, or alkyl of 1-6 carbon atoms;

A is O, S, SO, $SO_2$, $NR_7$, or $CH_2$;

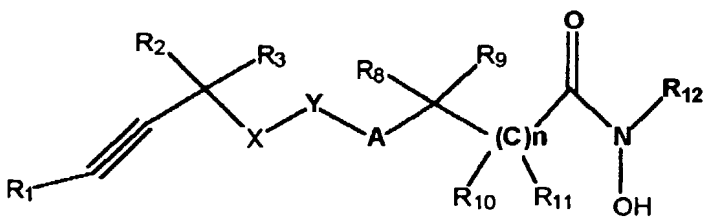
X is O, S, SO, $SO_2$, $NR_7$, or $CH_2$;

Y is aryl or heteroaryl, with the proviso that A and X are not bonded to adjacent atoms of Y; and with the further proviso that if Y is phenyl, then $R_8$ and $R_9$ together with the carbon atom to which they are attached may not form a piperdinyl or tetrahydropyranyl ring; and

n is 0-2; or a pharmaceutically acceptable salt thereof.

Claim ~~5~~ 4 (Original). The method of Claim ~~4~~ 3 wherein the condition treated is rheumatoid arthritis, graft rejection, cachexia, inflammation, fever, insulin resistance, septic shock, congestive heart failure, inflammatory disease of the central nervous system, inflammatory bowel disease or HIV infection.

Claim ~~6~~ 5 (Currently amended). A pharmaceutical composition comprising a therapeutically effective amount of a compound having the formula

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wherein:

$R_1$ is hydrogen, aryl, heteroaryl, alkyl of 1-8 carbon atoms, alkenyl of 2-6 carbon atoms, alkynyl of 2-6 carbon atoms, cycloalkyl of 3-6 carbon atoms, or -C4-C8-cycloheteroalkyl;

$R_2$ and $R_3$ are each, independently, hydrogen, alkyl of 1-6 carbon atoms, -CN, or -CCH;

$R_7$ is hydrogen, aryl, aralkyl, heteroaryl, heteroaralkyl, alkyl of 1-6 carbon atoms, alkenyl of 2-6 carbon atoms, alkynyl of 1-6 carbon atoms, cycloalkyl of 3-6 carbon atoms, -C(O)-$R_1$, -$SO_2$-$R_1$, -C(O)-NH$R_1$, -C(O)N$R_5R_6$, -C(O)$R_1$N$R_5R_6$, -C(O)-O$R_1$, or -C(NH)-$NH_2$;

~~$R_5$ and $R_6$ are each, independently, hydrogen, alkyl of 1-6 carbon atoms, cycloalkyl of 3-6 carbon atoms, aryl, aralkyl, heteroaryl, heteroaralkyl or -C4-C8-cycloheteroalkyl;~~

$R_8$, $R_9$, $R_{10}$, and $R_{11}$ are each, independently, hydrogen, aryl or heteroaryl, cycloalkyl of 3-6 carbon atoms, -C4-C8-cycloheteroalkyl, alkyl of 1-18 carbon atoms, alkenyl of 2-18 carbon atoms, alkynyl of 2-18 carbon atoms; with the proviso that one of the pairs ~~R8 and R9, R9 and R10 or R10 and R11~~ $R_8$ and $R_9$, $R_9$ and $R_{10}$ or $R_{10}$ and $R_{11}$, together with the carbon atom or atoms to which they are attached, form a cycloalkyl ring of 3-6 carbon atoms, or a -C4-C8-cycloheteroalkyl ring;

$R_{12}$ is hydrogen, aryl or heteroaryl, cycloalkyl of 3-6 carbon atoms, -C4-C8-cycloheteroalkyl, or alkyl of 1-6 carbon atoms;

A is O, S, SO, $SO_2$, $NR_7$, or $CH_2$;

X is O, S, SO, $SO_2$, $NR_7$, or $CH_2$;

Y is aryl or heteroaryl, with the proviso that A and X are not bonded to adjacent atoms of Y; and with the further proviso that if Y is phenyl, then $R_8$ and $R_9$ together with the carbon atom to which they are attached may not form a piperdinyl or tetrahydropyranyl ring; and

n is 0-2; or a pharmaceutically acceptable salt thereof.